

EXHIBIT C

To Quarterly Application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., et. al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Objection Deadline: November 19, 2012 @ 4:00 p.m.
) Hearing Date: Only if Objection is Timely Filed
)

**THIRTY-FIRST MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	September 1, 2012, through September 30, 2012
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 1,867.50
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary:	CDN \$ 242.78

This Applicant's Thirty-First Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00 \$ 4,415.25	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00 \$ 2,639.25	\$ 2535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00 \$ 1,243.50	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00 \$ 3,494.25	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00 \$ 744.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 – June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00 \$ 1,593.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 – July 31, 2011	\$ 7,597.50	\$ 989.49	\$ 6,078.00 \$ 1,519.50	\$ 989.49
10/04/2011 Dkt. #27716	August 1, 2011 – August 31, 2011	\$ 6,483.75	\$ 851.59	\$ 5,187.00 \$ 1,296.75	\$ 851.59
11/14/2011 Dkt. #27939	September 1, 2011- September 30, 2011	\$ 15,104.64	\$ 4,604.40	\$ 12,083.71 \$ 3,020.93	\$ 4,604.40

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period
(Continued):**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses
12/15/2011 Dkt. #28163	October 1, 2011 – October 31, 2011	\$ 3,735.00 Reduction- \$ 573.75	\$ 2,705.74	\$ 2,988.00 \$ 173.25	\$ 2,705.74
01/25/2012 Dkt. #28414	November 1, 2011- November 30, 2011	\$ 3,450.00 Reduction- \$ 510.00	\$ 448.50	\$ 2,760.00 \$ 180.00	\$ 448.50
2/21/2012 Dkt. #28556	December 1, 2011- December 31, 2011	\$ 2,598.75 Reduction- \$ 150.00	\$ 337.84	\$ 2,079.00 \$ 369.75	337.84
3/9/2012 Dkt. #28647	January 1, 2012- January 31, 2012	\$ 3,435.00	\$ 449.79	\$ 2,748.00	\$ 449.79
4/17/2012 Dkt. #28788	February 1, 2012- February 29, 2012	\$ 7,451.25	\$ 978.82	\$ 5,961.00	\$ 978.82
5/4/2012 Dkt. #28879	March 1, 2012 – March 31, 2012	\$ 4,796.25	\$ 627.60	\$ 3,837.00	\$ 627.60
6/1/2012 Dkt. #29011	April 1, 2012- April 30, 2012	\$ 2,812.50	\$ 368.23	\$ 2,250.00	368.23
7/5/2012 Dkt. #29195	May 1, 2012- May 31, 2012	\$ 3,236.25	\$ 420.71	\$ 2,589.00	420.71
8/8/2012 Dkt. #29419	June 1, 2012- June 30, 2012	\$ 2,486.25	\$ 323.21	\$ 1,989.00	323.21
9/5/2012 Dkt. #29578	July 1, 2012- July 31, 2012	\$ 3,603.75	\$ 468.49	\$ 2,883.00	\$ 468.49
10/5/2012 Dkt. #29740	August 1, 2012- August 31, 2012	\$ 2,272.50	\$ 295.43	Pending	Pending

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Fee Detail by Professional for the Period of September 1, 2012, through September 30, 2012:

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ² (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 24 Years; 1988	\$525.00	3.10	\$ 1,627.50
Matthew G. Moloci	Partner, 14 Years; 1998	\$450.00	0.00	0.00
Cindy Yates	Law Clerk, 30 Yrs.	\$120.00	2.00	\$ 240.00
Grand Total			5.10	\$ 1,867.50
Blended Rate				\$ 366.18
Blended Rate (excluding Law Clerk time)				\$ 525.00

Monthly Compensation by Matter Description for the Period of September 1, 2012, through September 30, 2012:

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	2.85	\$ 1,496.25
11 - Fee Applications, Applicant	0.25	\$ 131.25
12 – Fee Applications, Others	0.00	0.00
14 – Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 – Other	2.00	\$ 240.00
TOTAL	5.10	\$ 1,867.50

² Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

Monthly Expense Summary for the Period September 1, 2012, through September 30, 2012:

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		0.00
Harmonized Sales Tax (HST) 13%		\$ 242.78
TOTAL		\$ 242.78

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for September 1, 2012, through September 30, 2012, (this “Monthly Fee Statement”)³ pursuant to the Modified Order Granting The Canadian ZAI Claimants’ Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before November 19, 2012, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

³Applicant’s Invoice for July 1, 2012, July 31, 2012, is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period September 1, 2012, through September 30, 2012, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$1,867.50 and actual and necessary expenses in the amount of CDN \$242.78 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$2,110.28; Actual Interim Payment of CDN \$1,494.00(80% of the allowed fees) and reimbursement of CDN \$242.78 (100% of the allowed expenses) be authorized for a total payment of CDN \$1,736.78; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements

of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: October 26, 2012

Respectfully submitted,

By: /s/ Daniel K. Hogan
Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

**W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION**

U.S. FEE APPLICATION
DATE:
September 30, 2012
OUR FILE NO: 05L121

H.S.T. REGISTRATION NO. 873984314 RT - 0001

CANADIAN ZAI MONTHLY FEE APPLICATION

(September 1, 2012 – September 30, 2012)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
09 /03/12	receipt Lauren Campbell emails, letter to Lauren Campbell, memo to Cindy Yates with respect to correction on account	DT	\$525.00	0.25	\$131.25
09 /03/12	receipt stay motion extension motion record, receipt order, memo to Bridget Scott	DT	\$525.00	0.25	\$131.25
09 /05/12	receipt of and respond to class member inquiries as to status of US appeals	DT	\$525.00	0.25	\$131.25
09 /06/12	receipt of and respond to class member inquiries re: status of US appeals	DT	\$525.00	0.10	\$52.50
09 /06/12	email to Dan Hogan for further update	DT	\$525.00	0.10	\$52.50
09 /10/12	receipt of and respond to class member inquiries re status of US appeals and CDN ZAI settlement	DT	\$525.00	0.25	\$131.25
09 /12/12	receipt of and respond to class member inquiries re status of CDN ZAI settlement and US appeals	DT	\$525.00	0.25	\$131.25
09 /13/12	emails to and from Keith Ferbers re status of US appeals	DT	\$525.00	0.10	\$52.50
09 /13/12	receipt of and respond to class member inquiries, follow-ups re status of CDN ZAI settlement	DT	\$525.00	0.25	\$131.25
09 /17/12	receipt of and respond to class member inquiries re status of U.S. appeals and CDN ZAI settlement	DT	\$525.00	0.25	\$131.25
09 /18/12	discuss and review status of matters with Cindy Yates	DT	\$525.00	0.10	\$52.50
09 /18/12	receipt of and respond to class member inquiries re status of US appeals and CDN	DT	\$525.00	0.25	\$131.25

	ZAI settlement				
09/19/12	receipt class member inquiry and respond, memo to Bridget Scott	DT	\$525.00	0.10	\$52.50
09/24/12	emails to and from Lauren Campbell as to latest update and status of matters	DT	\$525.00	0.10	\$52.50
09/25/12	receipt of and respond to class member inquiries re status of CDN ZAI settlement	DT	\$525.00	0.25	\$131.25
09/25/12	receipt of several class member inquiries and respond re status of US appeals and status of CDN ZAI settlement	DT	\$525.00	0.25	\$131.25
09/27/12	review dockets for period September 1, 2012 to September 30, 2012, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of September 1, 2012 to September 30, 2012	LC	\$120.00	2.00	\$240.00
SUB-TOTAL				5.10	\$1,867.50

TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T
DAVID THOMPSON 25 years	DT	3.10	\$525.00	\$1,627.50	\$211.58
LAW CLERK Cindy Yates 30 years	CY	2.00	\$120.00	\$240.00	\$31.20
SUB-TOTAL:		5.10		\$1,867.50	\$242.78
TOTAL FEES AND TAXES:					\$2,110.28

TOTAL FEES AND APPLICABLE TAXES:	\$2,110.28
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THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for
\$.10 per page for photocopies.

EXHIBIT B

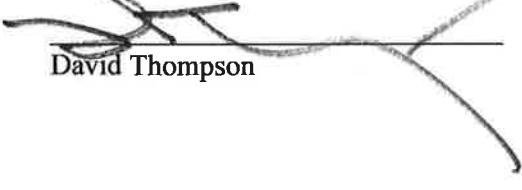
CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

PROVINCE OF ONTARIO :
: ss
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
6. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.



David Thompson

SWORN AND SUBSCRIBED
Before me this 26TH day of October, 2012.



Notary Public
My Commission Expires: _____

Cindy Lea Yates, a Commissioner, etc.,
City of Hamilton, for Scarfone Hawkins LLP,
Barristers and Solicitors.
Expires March 21, 2015.